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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 25322 FILED
DEC 06 '04 3-17 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

December 3, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #1 to Full Service Master Lease Agreement, dated as of July 14, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B. Maryville, Illinois 62062
Lessee:	National Lime & Stone Co. North Patterson Street P.O. Box 8 Carey, Ohio 43316

Mr. Vernon A. Williams
December 3, 2004
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A description of the railroad equipment covered by the enclosed document
is:

21 covered hopper cars within the series MWCX 460000 - MWCX 460067
as more particularly described in the description attached to the
document.

A short summary of the document to appear in the index is:

Memorandum of Schedule #1 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosure

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

THE NATIONAL LIME & STONE CO.

as Lessee

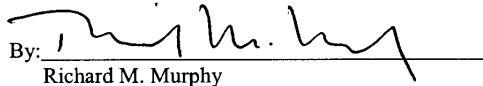
MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of July 14, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and THE NATIONAL LIME & STONE CO., an Ohio Corporation ("Lessee"), with reference to the following:

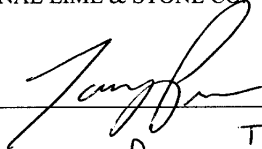
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated July 14, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of July 14, 2004 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

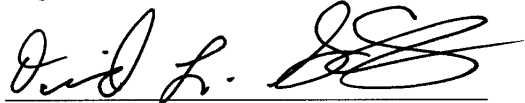
By: 
Richard M. Murphy
President & CEO

THE NATIONAL LIME & STONE CO.

By: 
Name: TONY PRICE
Title: VP

STATE OF MN, CITY OF Elk River, TO WIT:

On this 24th day of July, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on July 24th 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

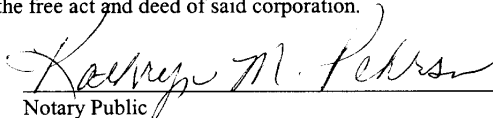
[Notarial Seal]

My commission expires: 1-31-06



STATE OF Ohio, CITY OF Findlay, TO WIT:

On this 27 day of July, 2004 before me appeared, TONY PRICE, to me personally known, who being by me duly sworn, says that he is a VP, of THE NATIONAL LIME & STONE CO., an Ohio Corporation, that said instrument was signed and sealed on July 27, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:



KATHRYN M. PEHRSON
Notary Public, State of Ohio
My Commission Expires 6-2-08

DESCRIPTION OF RAILCARS

Up to Twenty-One (21) 4600 cube, 100-ton covered hopper railcars with 263,000 lb GRL. Following are the Cars' reporting MWCX marks:

MWCX 460000
MWCX 460001
MWCX 460002
MWCX 460003
MWCX 460005
MWCX 460006
MWCX 460007
MWCX 460009
MWCX 460011
MWCX 460012
MWCX 460013
MWCX 460014
MWCX 460044
MWCX 460047
MWCX 460051
MWCX 460052
MWCX 460055
MWCX 460066
MWCX 460067